

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
CONSTITUTION
OF
LISTOWEL FAMILY RESOURCE CENTRE COMPANY LIMITED BY GUARANTEE
CONSTITUTION
LISTOWEL FAMILY RESOURCE CENTRE

1. The name of the company is LISTOWEL FAMILY CENTRE, COMPANY LIMITED BY GUARANTEE.
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014
3. The main objective for which the Company is established is:
 - a) To provide support, guidance, information, advice and services to all children, families, individuals, communities and groups, especially those who are experiencing hardship, disadvantage and marginalisation within our area through community development principles and community based family support practices.
4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the achieving of the main object only.
 - a) To operate one-to-one supports, workshops, conferences, training, education, programmes for the development of skills, knowledge and experience in aspects of family and community life to further support health (physical and mental), active learning, safe & secure from harm (accidental or intention), economically secure and positive participation in wider society.
 - b) To provide counselling services to address relationship issues, bereavement supports, child counselling and all other issues affecting people's lives, e.g. anxiety, drug/alcohol misuse, sexuality, isolation and so forth.

- c) To support the work of existing groups and organisations (community, voluntary and statutory) locally, regionally and nationally having similar main objects to this Company through interagency collaborative working, networking and linking, provision of administrative back up, additional expertise and provision of facilities as required.
- d) To support those who have established, or are taking part in established groups through the provision of information and training service to address the needs of their group, in areas of Leadership Skills, Group Facilitation, Community Development, Health and Safety, and Policy Development.
- e) To provide meeting space and conferencing facilities to the community, groups and organisations as required.

5. In furtherance of the main object the following are the powers of the Company

5.1

- a) To furnish and provide the Company's property with such furniture, implements, machinery and conveniences as the Company may think desirable.
- b) To provide gardens, greenhouses and grounds for recreation and amusement.
- c) To raise funds for any charitable purpose.
- d) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main objects or any of them or calculated directly or indirectly to enhance the value of or render profitable any of the Company rights or interests.

5.2 To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.

5.3 To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or

debentures or obligations of the Company, whether fully paid or otherwise, or in any manner.

- 5.4 To guarantee, support or secure, whether personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company.
- 5.5 To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the main object(s).
- 5.6 To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of the property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- 5.7 To promote any company for the purpose acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit Company.
- 5.8 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- 5.9 To raise or borrow money and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other

obligations, charged or not charged upon or by mortgage, charge, hypothecation, lien or pledge or the whole of any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money raised or borrowed; and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.

- 5.10 To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the company, or for depreciation of works or stock, or any other purpose of the Company.
- 5.11 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company, or to the wives, children or other relatives of such person and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 5.12 To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
- 5.13 To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- 5.14 To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription and debentures or securities of the Company.
- 5.15 To do all or any of the above things in any part of the world, and as principles, agents, contractors, trustees, or otherwise and either by or through trustees, agents, sub-contractors or otherwise and either alone or in partnership or conjunction with any person

or company, and to contract for the carrying on of any operation connected with the Company's business by any person or company.

- 5.16 To do all such other things as may be deemed incidental or conducive to the attainment of the main object(s).

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights and contributors among themselves, such amount as may be required not exceeding One Euro.

8. Winding – Up

If upon winding up or dissolution of the company there remains, after satisfaction of debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the company under or by virtue of Clause 9 hereof. Members of the company shall select the relevant institution or institutions at or before the time of dissolution, and if so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. Income and Property

The income and property of the company shall be applied solely towards the promotion of the main object(s) as set forth in this Constitution. No portion of the company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the company. No charity trustee shall be appointed to any office of the company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the company. However, nothing shall prevent any payment in good faith by the company of:

- a) Reasonable and proper remuneration to any member or servant of the company (not being a charity trustee) for any service rendered to the company;
- b) Interest at a rate of 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees/director or other members of the company;
- c) Reasonable and proper rent for premises demised and let by any member of the company (including any charity trustee/director) to the company;
- d) Reasonable and proper out-of-pocket expenses incurred by any charity trustee/director in connection with their attendance to any matter affecting the company;
- e) Fees, remuneration or other benefit in money or money's worth to any Company of which a charity trustee/director may be a member holding not more than one hundredth part of the issued capital of such Company;
- f) Payment by the company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

10. Additions, alterations or amendments

The organisation must ensure that the Charities Regulator has a copy of its most recent governing instrument. If it is proposed to make an amendment to the Governing Instrument of the organisation which requires the prior approval of the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

11. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

WE, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS		
Sr. Anne Coffey	c/o Presentation Sisters, 7 Old Water Park, Carrigaline, Co.Cork.	Presentation Sister
Sr. Elizabeth McMahon	Presentation Covent, Listowel, Co. Kerry.	Presentation Sister
Sr. Gemma McGrath	Presentation Covent, Listowel, Co. Kerry.	Presentation Sister
Sr. Anne Coffey	c/o Presentation Sisters, 7 Old Water Park, Carrigaline, Co.Cork	Presentation Sister
Timothy O'Leary	Ballygologue Road, Listowel, Co. Kerry	Retired
Robert Slemon	69 Feale Drive, Listowel, Co. Kerry	Retired
Geraldine Nolan	57 O'Connells Avenue Listowel, Co. Kerry	Housewife
Joan Hussey	33 Laurel Court, Oakpark, Tralee, Co. Kerry	

Dated this 5th day of January 1999.

Witness to the above signatures

Marilyn Barrett,
7 Dowds Road,
Listowel,
Co. Kerry.

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Preliminary

1. Any member of the Company who wishes to retire as a member shall write to the Secretary to that effect and the Secretary shall, as soon as is practicable, remove his name from the list of members and he shall thereupon be deemed to have retired.

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A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
INTERPRETATION

1. In these Articles, the following expressions shall have the following meanings:

“Committee” means the Management Committee of the company, that is the directors of the company being the members for the time being of the Management Committee hereby constituted;

‘Companies Acts’ means the Companies Acts 2014 and any Act amending, extending or replacing them and every Act for the time being in force regulating companies;

“Company” means Listowel Family Resource Centre Limited

“Member” means a member (Director) of the company

“Office” means the registered office of the company;

“Seal” means the Common Seal of the Company;

“Secretary” means any person appointed to perform the duties of the secretary of the company;

Expressions referring to writing shall, unless the contrary intention appears, be constructed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Companies Acts.

Words importing the singular number shall include the plural number and vice versa and, unless the contrary intention appears, words importing the female gender only shall include the male and neutral gender and reference to persons shall include bodies corporate and unincorporated associations.

MEMBERS

2. The provisions of the Companies Act 2014 are adopted. The number of members with which the Company proposes to be registered is three but the Committee may from time to time register an increased number of members. Members shall be drawn predominantly from the community of intended beneficiaries and shall consist of people who have first-hand experience of poverty and disadvantage in their own lives. While the Board of Directors may also include professionals and staff of other agencies working in the community, there shall be no reserved places for any statutory or professional agency.
3. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the company in accordance with Article 6.
4. An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.
5. The subscribers to the Memorandum of Association and all who apply in writing for membership and are duly elected shall be members of the Company.

GENERAL MEETINGS

6. All general meetings of the company shall be held in the State.
7. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place in the State as the Committee shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The Committee may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default may be

convened by such requisition as provided by section 132 of the Companies Act 1963. If at any time there are not within the State sufficient members of the Committee capable of acting to form a quorum, any member of the Committee or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

NOTICE OF GENERAL MEETINGS

9. Subject to sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at least. Other meetings shall be called by at least 7 days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of the business and shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles of the company, entitled to receive such notices from the company.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. The business to be transacted at an annual general meeting shall include the considerations of the accounts, balance sheets and the reports of the Committee and auditors, the election of members of the Committee in place of those retiring and the appointment of, and fixing of the remuneration of, the auditors.
12. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted as an annual general meeting with the exception of the consideration of accounts, balance sheets and the reports of the Committee and auditors, the election of members of the Committee in place of those retiring and the re-appointment of, and the fixing of the remuneration of, the auditors.
13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One third plus one of the management committee membership shall be a quorum, subject to a minimum of four. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon

the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

14. The chairperson, if any, of the Committee shall chair every general meeting, or if there is no such chairperson, or if he/she shall not be present within 15 minutes after the time appointed for holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting.
15. If at any meeting no Committee member is willing to act as chairperson or if no Committee member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
16. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of business to be transacted at an adjourned meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):
 - a) by the chairperson; or
 - b) by at least two members present

Unless a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

18. A poll demanded on the election of a chairperson or on a question of an adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairperson directs and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
20. Subject to section 141 of the Companies Act 1963, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being organisations by their duly authorised representatives) shall be valid and effective as if it had been passed at a general meeting of the company duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Companies Acts.

VOTES OF THE MEMBERS

21. Each member shall have one vote.
22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him/her to the company have been paid.
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given and tendered, and every vote not disallowed at such meetings shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
24. Votes shall be given in person (or in the case of organisations by their duly authorised representatives being in attendance at the general meeting).

MANAGEMENT COMMITTEE

25. The maximum number of Management Committee members shall be fifteen and the minimum number of Committee members shall be 5. The names of the first Committee Members shall be

determined in writing by the subscribers of the Memorandum of Association or a majority of them.

BORROWING POWERS

26. The Committee may exercise all the powers of the company to borrow money, or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party.

POWERS AND DUTIES OF THE COMMITTEE

27. The business of the company shall be managed by the Committee who may pay all expenses incurred in the formation of the company, and may exercise all such powers of the company as are not required to be exercised in general meetings. Any such requirement may be imposed by the Companies Acts or by these Articles or by any directions, not being inconsistent with the Companies Acts or the Articles, made by the company in General Meeting; but no direction given by the company in general meeting shall invalidate any prior act of the Management Committee which would have been valid if that direction had not been given.
28. All cheques and other negotiable instruments, and all receipts for money paid to the company shall be signed, drawn, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.
29. The Committee shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Committee
 - (b) of the names of Committee members present at each Committee meeting and at any meetings of sub-committees.
 - (c) of all resolutions and proceedings of all members of the company, and of the Committee and of sub-committees.

DISQUALIFICATION OF COMMITTEE MEMBERS

30. A person shall not be eligible to serve (or continue to serve as the case may be) as a member of the Committee if he/she:
- (a) is an undischarged bankrupt or makes any arrangement or composition with his/her creditors generally; or

- (b) has been and remains prohibited from being a director of any company by reason of any order made under the Companies Acts or is deemed to be so disqualified under Part VII of the Companies Act 1990 or has been within the previous 5 years a person to whom section 150 of the Companies Act 1990 applies; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her property and affairs; or
- (d) resigns his/her office by oral or written notice to the company; or
- (e) is directly or indirectly interested in any contract with the company and fails to declare the nature of his/her interest as required by section 194 of the Companies Act 1963.

VOTING ON CONTRACTS

31. A Committee member shall not vote in respect of any contract in which s/he is interested or any matter arising thereout, and if s/he does so vote his/her vote will not be counted.

ELECTION OF COMMITTEE MEMBERS

32. At the first and every subsequent annual general meeting of the company at least two Committee members shall retire from office. The Committee members to retire in every year shall be those who have been longest in office, but as between persons who became Committee members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. A retiring Management Committee member shall be eligible for re-election subject to a maximum of six consecutive years service.
33. The Committee shall have the power at any time, and from time to time, to appoint any person to be a member of the Committee as an addition to the existing members up to a maximum of 3 additional members. The Committee shall also have the power to appoint any person to be a member of the Committee to fill a casual vacancy. Any member appointed in accordance with this Article shall hold office only until the next annual general meeting and shall then be eligible for re-appointment.
34. The company may by ordinary resolution of which extended notice has been given in accordance with section 142 of the Act remove any member of the Committee before the expiration of her period of office, notwithstanding anything in these Articles and in any agreement between the Company and such member. The company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.

PROCEEDINGS OF THE COMMITTEE

35. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as it sees fit, provided that the Committee shall meet at least 6 times in each calendar year. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairperson shall have a second or casting vote. A Committee member may, and the secretary on the request of a Committee member shall, at any time summon a Committee meeting.
36. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be one third of the membership of the Committee plus one, subject to a minimum of four.
37. The Committee may act notwithstanding any vacancy in its number, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of the company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the company, but for no other purpose.
38. The Committee may elect a chairperson for their meetings. The period for which s/he is to hold office shall not exceed three consecutive years; but if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting.
39. The Committee may delegate any of its powers to sub-committees consisting of such persons as it thinks fit; any sub-committees so formed shall, in the exercise of powers so delegated, conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.
40. A sub-committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

41. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
42. All acts done by any meeting of the Committee or of a sub-committee, or by any persons acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee or sub-committee.
43. A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held.

SECRETARY

44. The secretary shall be appointed by the Committee for such term and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it.
45. A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a Committee member and the secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in place of, the secretary.

THE SEAL

46. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf and every instrument to which the seal shall be affixed shall be countersigned by the secretary or a second Committee member or by some other person appointed by the Committee for the purpose.

THE ACCOUNTS

47. The Committee shall cause proper books of accounts to be kept relating to:
 - (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place,
 - (b) all sales and purchases of goods by the company, and

(c) all assets and liabilities of the company

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

The books of accounts shall be kept at the office or, subject to section 147 of the Companies Act 1963, at such places as the Committee thinks fit and shall always be open to inspection of the officers of the company.

48. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to inspection of members not being Committee members, and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the Committee or by the company in general meeting.
49. The Committee shall from time to time in accordance with sections 148, 150, 157 and 158 of the Companies Act 1963 cause to be prepared and laid before the annual general meeting of the company such profit and loss (or income and expenditure) accounts, balance sheets and reports as are required by those sections to be prepared and laid before the annual general meeting of the company.
50. A copy of each balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report and the Committee's report, shall not less than 21 days before the date of the meeting be sent to every person entitled under the provisions of the Companies Acts to receive them.
51. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

AUDIT

52. Auditors shall be appointed and their duties regulated in accordance with sections 160 to 163 of the Companies Act 1963.

NOTICES

53. A notice may be given by the company to any member either personally or by sending it by post to her or to her registered address. Where a notice is sent by post, service shall be deemed effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

54. Notice of every general meeting shall be given in any manner herein before authorised to:

- (a) every member and
- (b) the auditor for the time being of the company

No other persons shall be entitled to receive notices of general meetings.

INDEMNITY

55. Every Committee member, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him/her in defending any proceedings whether civil or criminal in relation to his/her acts while acting in such office in which judgement is given in his/her favour or in which he/she is acquitted or in which relief is granted to him/her by the Court.

ADDITIONS, ALTERATIONS AND AMENDMENTS

56. No addition, alteration or amendment shall be made to or in the provisions of these Articles for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

WINDING UP

57. The provisions of Clause 6 of the Memorandum of Association of the company relating to the winding up or dissolution of the company shall have effect and be observed as if the same were repeated in full in these Articles.